

Presentment Date and Time: February 25, 2014 at 12:00 p.m. (ET)
Objection Deadline: February 24, 2014 at 4:00 p.m. (ET)

MORRISON & FOERSTER LLP
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New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Norman S. Rosenbaum
Jordan A. Wishnew

Counsel for the ResCap Liquidating Trust

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**NOTICE OF PRESENTMENT OF STIPULATION AND ORDER WITHDRAWING
CLAIMS FILED BY THE PENSION BENEFIT GUARANTY CORPORATION**

PLEASE TAKE NOTICE that the undersigned will present the attached proposed *Stipulation and Order Withdrawing Claims Filed by the Pension Benefit Guaranty Corporation* (the “Stipulation and Order”), to the Honorable Martin Glenn, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, Room 501, for signature on **February 25, 2014 at 12:00 p.m. (Prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Stipulation and Order must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court’s electronic case filing

system, and be served, so as to be received no later than **February 24, 2014 at 4:00 p.m.**

(Prevailing Eastern Time), upon: (a) counsel for the ResCap Liquidating Trust, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attention: Norman S. Rosenbaum and Jordan A. Wishnew); (b) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, NY 10014 (Attention: Linda A. Riffkin and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri and Ray Schrock); (g) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein and Douglas Mannal); (h) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco and Adam Lesman); (i) counsel for Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attention: Thomas Walper and Seth Goldman); (j) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); (k) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director); and (l) Pension Benefit Guaranty Corporation, Office of the Chief Counsel, 1200 K Street NW, Washington, DC 20005-4026 (Attention: Israel Goldowitz, Charles L. Finke, Andrea M. Wong and Vicente Matias Murrell).

PLEASE TAKE FURTHER NOTICE that, if no objections to the Stipulation and Order are timely filed, served and received in accordance with this Notice, the Court may enter the Stipulation and Order without further notice or hearing.

Dated: February 18, 2014
New York, New York

Respectfully submitted,

/s/ Jordan A. Wishnew

Norman S. Rosenbaum

Jordan A. Wishnew

MORRISON & FOERSTER LLP

1290 Avenue of the Americas

New York, New York 10104

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

Counsel for the ResCap Liquidating Trust

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**STIPULATION AND ORDER WITHDRAWING CLAIMS FILED BY
THE PENSION BENEFIT GUARANTY CORPORATION**

This stipulation (“Stipulation”) is made and entered into between The ResCap Liquidating Trust (the “Liquidating Trust”) established pursuant to the terms of the Plan (as defined below) in the above-captioned bankruptcy cases (the “Chapter 11 Cases”) and the Pension Benefit Guaranty Corporation (the “PBGC”, and together with the Liquidating Trust, the “Parties”), through their respective counsel, to withdraw, the PBGC Claims (defined herein) from the Debtors’ Claims Register (defined herein).

WHEREAS, on May 14, 2012 (the “Petition Date”), each of the debtors in the Chapter 11 Cases (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Court”); and

WHEREAS, on the Petition Date, the Court entered an order jointly administering the Chapter 11 Cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure;

WHEREAS, on May 16, 2012, the Court entered an order [Docket No. 96] appointing Kurtzman Carson Consultants LLC (“KCC”) as the notice and claims agent in the

Chapter 11 Cases. Among other things, KCC is authorized to maintain an official claims register for the Debtors (the “Claims Register”);

WHEREAS, on or about November 16, 2012, the PBGC filed proofs of claim against each of the Debtors, some of which were liquidated and others in unliquidated amounts (collectively, the “PBGC Claims”). Each of the PBGC Claims is identified on **Exhibit A** hereto, which includes the claim number designated by KCC on the Claims Register;

WHEREAS, on August 23, 2013, the Court entered an *Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan Proponents’ Joint Chapter 11 Plan, (III) Approving the Form of Ballots, (IV) Scheduling a Hearing on Confirmation of the Plan, (V) Approving Procedures for Notice of the Confirmation Hearing and For Filing Objections to Confirmation of the Plan, and (VI) Granting Related Relief* [Docket No. 4809] (the “Disclosure Statement Order”) authorizing the Plan Proponents (as defined in the Disclosure Statement Order) to, among other things, solicit votes on the proposed Chapter 11 plan (as amended, the “Plan”);

WHEREAS, on or about August 29, 2013, ballots were sent by KCC to the PBGC entitling the PBGC to vote to accept or reject the Plan;

WHEREAS, on November 7, 2013, the PBGC returned ballots to KCC and the Plan Proponents indicating its acceptance of the Plan as it relates to each of the 51 Debtors;

WHEREAS, on December 11, 2013, after a confirmation hearing, the Bankruptcy Court entered an *Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors* (the “Confirmation Order”) approving the terms of the Plan, in these Chapter 11 Cases [Docket No. 6065]. On December 17, 2013, the Plan went effective and the Liquidating Trust was

created [Docket No. 6137]; and

WHEREAS, the Plan provides for the creation and implementation of the Liquidating Trust, which would, among other things, be “authorized to make distributions and other payments in accordance with the Plan and the Liquidating Trust Agreement.” *See* Plan, Art. VI.A-D; *see also* Confirmation Order ¶ 22. Further, pursuant to the Confirmation Order:

In accordance with the provisions of the Plan, pursuant to section 363 of the Bankruptcy Code and Bankruptcy Rule 9019(a), without any further notice to or action, order or approval of the Bankruptcy Court, after the Effective Date, the Liquidating Trust may compromise and settle Claims against the Debtors and Causes of Action against other Entities.

Confirmation Order ¶ 20.

NOW, THEREFORE, in consideration of the foregoing, the Parties hereby stipulate and agree as follows, and IT IS ORDERED:

1. The Recitals form an integral part of this Stipulation and are incorporated fully herein.

2. Pursuant to Fed. R. Bankr. P. 3006, PBGC withdraws each of the PBGC Claims identified on **Exhibit A** hereto from the Claims Register.

3. The Parties each acknowledge that notwithstanding PBGC’s withdrawal of the PBGC Claims, the votes the PBGC cast in support of the Plan shall not be considered to have been withdrawn.

4. The Parties represent and warrant that each has the full power and authority to enter into and perform under this Stipulation.

5. This Stipulation constitutes the entire agreement and understanding between the Parties with regard to the matters addressed herein, and supersedes all prior and contemporaneous discussions, negotiations, understandings and agreements, whether oral or

written, express or implied, between and among the Parties hereto regarding the subject matter of this Stipulation.

6. This Stipulation may be executed in any number of counterparts by the Parties, all of which taken together shall constitute one and the same agreement. Any of the Parties may execute this Stipulation by signing any such counterpart, and each such counterpart, including a facsimile or other electronic copy of a signature, shall for all purposes be deemed to be an original.

7. This Stipulation shall be binding on the Parties upon execution, and may not be altered, modified, changed or vacated without the prior written consent of the Parties or their respective counsel, as applicable.

8. This Stipulation shall be binding upon the Parties as well as any successor in interest.

9. The Parties hereby are authorized to take any and all actions reasonably necessary to effectuate the relief granted pursuant to this Stipulation.

10. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and/or enforcement of this Stipulation.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, and in agreement herewith, the Parties have executed and delivered this Stipulation as of the date set out below.

Dated: February 18, 2014

/s/ Jordan A. Wishnew

Norman S. Rosenbaum

Jordan A. Wishnew

MORRISON & FOERSTER LLP

1290 Avenue of the Americas

New York, New York 10104

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

Counsel for The ResCap Liquidating Trust

Dated: February 18, 2014

/s/ Vicente Matias Murrell

ISRAEL GOLDOWITZ

Chief Counsel

CHARLES L. FINKE

Deputy Chief Counsel

ANDREA M. WONG

Assistant Chief Counsel

VICENTE MATIAS MURRELL

Attorney

**PENSION BENEFIT GUARANTY
CORPORATION**

Office of the Chief Counsel

1200 K Street NW

Washington, D.C. 20005- 4026

Telephone: (202) 326-4020

Facsimile: (202) 326-4112

SO ORDERED:

Dated: February ___, 2014

HONORALE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Residential Capital, LLC, et al.
Listing of PBGC Claims

Claim No	Date Filed	Claimant Name	Debtor	Claims Classification	
				Unsecured	Administrative Priority
5604	11/16/2012	Pension Benefit Guaranty Corporation	Residential Capital, LLC	Unliquidated	Unliquidated
5615	11/16/2012	Pension Benefit Guaranty Corporation	Residential Capital, LLC	\$ 201,300,000.00	Unliquidated
5622	11/16/2012	Pension Benefit Guaranty Corporation	Residential Capital, LLC	Unliquidated	Unliquidated
7009	11/16/2012	Pension Benefit Guaranty Corporation	Residential Funding Company, LLC	Unliquidated	Unliquidated
7010	11/16/2012	Pension Benefit Guaranty Corporation	Residential Consumer Services of Alabama, LLC	Unliquidated	Unliquidated
7011	11/16/2012	Pension Benefit Guaranty Corporation	Residential Asset Securities Corporation	Unliquidated	Unliquidated
7012	11/16/2012	Pension Benefit Guaranty Corporation	Residential Asset Mortgage Products, Inc.	Unliquidated	Unliquidated
7013	11/16/2012	Pension Benefit Guaranty Corporation	Residential Accredit Loans, Inc.	Unliquidated	Unliquidated
7014	11/16/2012	Pension Benefit Guaranty Corporation	RCSFJV2004, LLC	Unliquidated	Unliquidated
7015	11/16/2012	Pension Benefit Guaranty Corporation	DOA Holding Properties, LLC	Unliquidated	Unliquidated
7016	11/16/2012	Pension Benefit Guaranty Corporation	ditech, LLC	Unliquidated	Unliquidated
7017	11/16/2012	Pension Benefit Guaranty Corporation	RFC Borrower LLC	Unliquidated	Unliquidated
7018	11/16/2012	Pension Benefit Guaranty Corporation	Residential Funding Mortgage Exchange, LLC	Unliquidated	Unliquidated
7019	11/16/2012	Pension Benefit Guaranty Corporation	Residential Funding Mortgage Securities I, Inc.	Unliquidated	Unliquidated
7020	11/16/2012	Pension Benefit Guaranty Corporation	Residential Consumer Services, LLC	Unliquidated	Unliquidated
7021	11/16/2012	Pension Benefit Guaranty Corporation	RFC Construction Funding, LLC	Unliquidated	Unliquidated
7022	11/16/2012	Pension Benefit Guaranty Corporation	RFC SFJV-2002, LLC	Unliquidated	Unliquidated
7023	11/16/2012	Pension Benefit Guaranty Corporation	RFC Asset Holdings II, LLC	Unliquidated	Unliquidated
7024	11/16/2012	Pension Benefit Guaranty Corporation	RFC-GSAP Servicer Advance, LLC	Unliquidated	Unliquidated
7025	11/16/2012	Pension Benefit Guaranty Corporation	Residential Mortgage Real Estate Holdings, LLC	Unliquidated	Unliquidated
7026	11/16/2012	Pension Benefit Guaranty Corporation	Residential Funding Real Estate Holdings, LLC	Unliquidated	Unliquidated
7027	11/16/2012	Pension Benefit Guaranty Corporation	Residential Funding Mortgage Securities II, Inc.	Unliquidated	Unliquidated
7028	11/16/2012	Pension Benefit Guaranty Corporation	Residential Consumer Services of Texas, LLC	Unliquidated	Unliquidated
7029	11/16/2012	Pension Benefit Guaranty Corporation	RAHI Real Estate Holdings, LLC	Unliquidated	Unliquidated
7030	11/16/2012	Pension Benefit Guaranty Corporation	RAHI B, LLC	Unliquidated	Unliquidated
7031	11/16/2012	Pension Benefit Guaranty Corporation	RAHI A, LLC	Unliquidated	Unliquidated
7032	11/16/2012	Pension Benefit Guaranty Corporation	PATI Real Estate Holdings, LLC	Unliquidated	Unliquidated
7033	11/16/2012	Pension Benefit Guaranty Corporation	PATI B, LLC	Unliquidated	Unliquidated
7034	11/16/2012	Pension Benefit Guaranty Corporation	PATI A, LLC	Unliquidated	Unliquidated
7035	11/16/2012	Pension Benefit Guaranty Corporation	Passive Asset Transactions, LLC	Unliquidated	Unliquidated
7036	11/16/2012	Pension Benefit Guaranty Corporation	Ladue Associates, Inc.	Unliquidated	Unliquidated
7037	11/16/2012	Pension Benefit Guaranty Corporation	Homecomings Financial, LLC	Unliquidated	Unliquidated
7038	11/16/2012	Pension Benefit Guaranty Corporation	Homecomings Financial Real Estate Holdings, LLC	Unliquidated	Unliquidated
7039	11/16/2012	Pension Benefit Guaranty Corporation	Home Connects Lending Services, LLC	Unliquidated	Unliquidated
7040	11/16/2012	Pension Benefit Guaranty Corporation	HFN REO Sub II, LLC	Unliquidated	Unliquidated
7041	11/16/2012	Pension Benefit Guaranty Corporation	GMACR Mortgage Products, LLC	Unliquidated	Unliquidated
7042	11/16/2012	Pension Benefit Guaranty Corporation	GMACM REO LLC	Unliquidated	Unliquidated
7043	11/16/2012	Pension Benefit Guaranty Corporation	GMACM Borrower LLC	Unliquidated	Unliquidated
7044	11/16/2012	Pension Benefit Guaranty Corporation	GMAC RH Settlement Services, LLC	Unliquidated	Unliquidated
7045	11/16/2012	Pension Benefit Guaranty Corporation	GMAC Residential Holding Company, LLC	Unliquidated	Unliquidated
7046	11/16/2012	Pension Benefit Guaranty Corporation	GMAC Mortgage, LLC	Unliquidated	Unliquidated
7047	11/16/2012	Pension Benefit Guaranty Corporation	GMAC Mortgage USA Corporation	Unliquidated	Unliquidated
7048	11/16/2012	Pension Benefit Guaranty Corporation	GMAC Model Home Finance I, LLC	Unliquidated	Unliquidated
7049	11/16/2012	Pension Benefit Guaranty Corporation	GMAC-RFC Holding Company, LLC	Unliquidated	Unliquidated
7050	11/16/2012	Pension Benefit Guaranty Corporation	Executive Trustee Services, LLC	Unliquidated	Unliquidated
7051	11/16/2012	Pension Benefit Guaranty Corporation	ETS of Washington, Inc.	Unliquidated	Unliquidated
7052	11/16/2012	Pension Benefit Guaranty Corporation	ETS of Virginia, Inc.	Unliquidated	Unliquidated
7053	11/16/2012	Pension Benefit Guaranty Corporation	Equity Investment I, LLC	Unliquidated	Unliquidated
7054	11/16/2012	Pension Benefit Guaranty Corporation	EPRE LLC	Unliquidated	Unliquidated
7055	11/16/2012	Pension Benefit Guaranty Corporation	DOA Properties IX (Lots-Other), LLC	Unliquidated	Unliquidated
7056	11/16/2012	Pension Benefit Guaranty Corporation	RFC Asset Management, LLC	Unliquidated	Unliquidated
7057	11/16/2012	Pension Benefit Guaranty Corporation	Residential Consumer Services of Ohio, LLC	Unliquidated	Unliquidated
7058	11/16/2012	Pension Benefit Guaranty Corporation	RFC REO LLC	Unliquidated	Unliquidated
7059	11/16/2012	Pension Benefit Guaranty Corporation	Residential Funding Company, LLC	\$ 201,300,000.00	Unliquidated
7060	11/16/2012	Pension Benefit Guaranty Corporation	Residential Consumer Services of Alabama, LLC	\$ 201,300,000.00	Unliquidated
7061	11/16/2012	Pension Benefit Guaranty Corporation	Residential Asset Securities Corporation	\$ 201,300,000.00	Unliquidated
7062	11/16/2012	Pension Benefit Guaranty Corporation	Residential Asset Mortgage Products, Inc.	\$ 201,300,000.00	Unliquidated
7063	11/16/2012	Pension Benefit Guaranty Corporation	Residential Accredit Loans, Inc.	\$ 201,300,000.00	Unliquidated
7064	11/16/2012	Pension Benefit Guaranty Corporation	RCSFJV2004, LLC	\$ 201,300,000.00	Unliquidated
7065	11/16/2012	Pension Benefit Guaranty Corporation	DOA Holding Properties, LLC	\$ 201,300,000.00	Unliquidated
7066	11/16/2012	Pension Benefit Guaranty Corporation	ditech, LLC	\$ 201,300,000.00	Unliquidated
7067	11/16/2012	Pension Benefit Guaranty Corporation	RFC Borrower LLC	\$ 201,300,000.00	Unliquidated
7068	11/16/2012	Pension Benefit Guaranty Corporation	Residential Funding Mortgage Exchange, LLC	\$ 201,300,000.00	Unliquidated
7069	11/16/2012	Pension Benefit Guaranty Corporation	Residential Funding Mortgage Securities I, Inc.	\$ 201,300,000.00	Unliquidated
7070	11/16/2012	Pension Benefit Guaranty Corporation	Residential Consumer Services, LLC	\$ 201,300,000.00	Unliquidated
7071	11/16/2012	Pension Benefit Guaranty Corporation	RFC Construction Funding, LLC	\$ 201,300,000.00	Unliquidated
7072	11/16/2012	Pension Benefit Guaranty Corporation	RFC SFJV-2002, LLC	\$ 201,300,000.00	Unliquidated
7073	11/16/2012	Pension Benefit Guaranty Corporation	RFC Asset Holdings II, LLC	\$ 201,300,000.00	Unliquidated
7074	11/16/2012	Pension Benefit Guaranty Corporation	RFC-GSAP Servicer Advance, LLC	\$ 201,300,000.00	Unliquidated
7075	11/16/2012	Pension Benefit Guaranty Corporation	Residential Mortgage Real Estate Holdings, LLC	\$ 201,300,000.00	Unliquidated
7076	11/16/2012	Pension Benefit Guaranty Corporation	Residential Funding Real Estate Holdings, LLC	\$ 201,300,000.00	Unliquidated
7077	11/16/2012	Pension Benefit Guaranty Corporation	Residential Funding Mortgage Securities II, Inc.	\$ 201,300,000.00	Unliquidated
7078	11/16/2012	Pension Benefit Guaranty Corporation	Residential Consumer Services of Texas, LLC	\$ 201,300,000.00	Unliquidated
7079	11/16/2012	Pension Benefit Guaranty Corporation	RAHI Real Estate Holdings, LLC	\$ 201,300,000.00	Unliquidated
7080	11/16/2012	Pension Benefit Guaranty Corporation	RAHI B, LLC	\$ 201,300,000.00	Unliquidated
7081	11/16/2012	Pension Benefit Guaranty Corporation	RAHI A, LLC	\$ 201,300,000.00	Unliquidated
7082	11/16/2012	Pension Benefit Guaranty Corporation	PATI Real Estate Holdings, LLC	\$ 201,300,000.00	Unliquidated
7083	11/16/2012	Pension Benefit Guaranty Corporation	PATI B, LLC	\$ 201,300,000.00	Unliquidated
7084	11/16/2012	Pension Benefit Guaranty Corporation	PATI A, LLC	\$ 201,300,000.00	Unliquidated
7085	11/16/2012	Pension Benefit Guaranty Corporation	Passive Asset Transactions, LLC	\$ 201,300,000.00	Unliquidated
7086	11/16/2012	Pension Benefit Guaranty Corporation	Ladue Associates, Inc.	\$ 201,300,000.00	Unliquidated
7087	11/16/2012	Pension Benefit Guaranty Corporation	Homecomings Financial, LLC	\$ 201,300,000.00	Unliquidated

7088	11/16/2012	Pension Benefit Guaranty Corporation	Homecomings Financial Real Estate Holdings, LLC	\$	201,300,000.00	Unliquidated
7089	11/16/2012	Pension Benefit Guaranty Corporation	Home Connects Lending Services, LLC	\$	201,300,000.00	Unliquidated
7090	11/16/2012	Pension Benefit Guaranty Corporation	HFN REO Sub II, LLC	\$	201,300,000.00	Unliquidated
7091	11/16/2012	Pension Benefit Guaranty Corporation	GMACR Mortgage Products, LLC	\$	201,300,000.00	Unliquidated
7092	11/16/2012	Pension Benefit Guaranty Corporation	GMACM REO LLC	\$	201,300,000.00	Unliquidated
7093	11/16/2012	Pension Benefit Guaranty Corporation	GMACM Borrower LLC	\$	201,300,000.00	Unliquidated
7094	11/16/2012	Pension Benefit Guaranty Corporation	GMAC RH Settlement Services, LLC	\$	201,300,000.00	Unliquidated
7095	11/16/2012	Pension Benefit Guaranty Corporation	GMAC Residential Holding Company, LLC	\$	201,300,000.00	Unliquidated
7096	11/16/2012	Pension Benefit Guaranty Corporation	GMAC Mortgage, LLC	\$	201,300,000.00	Unliquidated
7097	11/16/2012	Pension Benefit Guaranty Corporation	GMAC Mortgage USA Corporation	\$	201,300,000.00	Unliquidated
7098	11/16/2012	Pension Benefit Guaranty Corporation	GMAC Model Home Finance I, LLC	\$	201,300,000.00	Unliquidated
7099	11/16/2012	Pension Benefit Guaranty Corporation	GMAC-RFC Holding Company, LLC	\$	201,300,000.00	Unliquidated
7100	11/16/2012	Pension Benefit Guaranty Corporation	Executive Trustee Services, LLC	\$	201,300,000.00	Unliquidated
7101	11/16/2012	Pension Benefit Guaranty Corporation	ETS of Washington, Inc.	\$	201,300,000.00	Unliquidated
7102	11/16/2012	Pension Benefit Guaranty Corporation	ETS of Virginia, Inc.	\$	201,300,000.00	Unliquidated
7103	11/16/2012	Pension Benefit Guaranty Corporation	Equity Investment I, LLC	\$	201,300,000.00	Unliquidated
7104	11/16/2012	Pension Benefit Guaranty Corporation	EPRE LLC	\$	201,300,000.00	Unliquidated
7105	11/16/2012	Pension Benefit Guaranty Corporation	DOA Properties IX (Lots-Other), LLC	\$	201,300,000.00	Unliquidated
7106	11/16/2012	Pension Benefit Guaranty Corporation	RFC Asset Management, LLC	\$	201,300,000.00	Unliquidated
7107	11/16/2012	Pension Benefit Guaranty Corporation	Residential Consumer Services of Ohio, LLC	\$	201,300,000.00	Unliquidated
7108	11/16/2012	Pension Benefit Guaranty Corporation	RFC REO LLC	\$	201,300,000.00	Unliquidated
7109	11/16/2012	Pension Benefit Guaranty Corporation	Residential Funding Company, LLC	Unliquidated		Unliquidated
7110	11/16/2012	Pension Benefit Guaranty Corporation	Residential Consumer Services of Alabama, LLC	Unliquidated		Unliquidated
7111	11/16/2012	Pension Benefit Guaranty Corporation	Residential Asset Securities Corporation	Unliquidated		Unliquidated
7112	11/16/2012	Pension Benefit Guaranty Corporation	Residential Asset Mortgage Products, Inc.	Unliquidated		Unliquidated
7113	11/16/2012	Pension Benefit Guaranty Corporation	Residential Accredited Loans, Inc.	Unliquidated		Unliquidated
7114	11/16/2012	Pension Benefit Guaranty Corporation	RCSFJV2004, LLC	Unliquidated		Unliquidated
7115	11/16/2012	Pension Benefit Guaranty Corporation	DOA Holding Properties, LLC	Unliquidated		Unliquidated
7116	11/16/2012	Pension Benefit Guaranty Corporation	ditech, LLC	Unliquidated		Unliquidated
7117	11/16/2012	Pension Benefit Guaranty Corporation	RFC Borrower LLC	Unliquidated		Unliquidated
7118	11/16/2012	Pension Benefit Guaranty Corporation	Residential Funding Mortgage Exchange, LLC	Unliquidated		Unliquidated
7119	11/16/2012	Pension Benefit Guaranty Corporation	Residential Funding Mortgage Securities I, Inc.	Unliquidated		Unliquidated
7120	11/16/2012	Pension Benefit Guaranty Corporation	Residential Consumer Services, LLC	Unliquidated		Unliquidated
7121	11/16/2012	Pension Benefit Guaranty Corporation	RFC Construction Funding, LLC	Unliquidated		Unliquidated
7122	11/16/2012	Pension Benefit Guaranty Corporation	RFC SFIV-2002, LLC	Unliquidated		Unliquidated
7123	11/16/2012	Pension Benefit Guaranty Corporation	RFC Asset Holdings II, LLC	Unliquidated		Unliquidated
7124	11/16/2012	Pension Benefit Guaranty Corporation	RFC-GSAP Servicer Advance, LLC	Unliquidated		Unliquidated
7125	11/16/2012	Pension Benefit Guaranty Corporation	Residential Mortgage Real Estate Holdings, LLC	Unliquidated		Unliquidated
7126	11/16/2012	Pension Benefit Guaranty Corporation	Residential Funding Real Estate Holdings, LLC	Unliquidated		Unliquidated
7127	11/16/2012	Pension Benefit Guaranty Corporation	Residential Funding Mortgage Securities II, Inc.	Unliquidated		Unliquidated
7128	11/16/2012	Pension Benefit Guaranty Corporation	Residential Consumer Services of Texas, LLC	Unliquidated		Unliquidated
7129	11/16/2012	Pension Benefit Guaranty Corporation	RAHI Real Estate Holdings, LLC	Unliquidated		Unliquidated
7130	11/16/2012	Pension Benefit Guaranty Corporation	RAHI B, LLC	Unliquidated		Unliquidated
7131	11/16/2012	Pension Benefit Guaranty Corporation	RAHI A, LLC	Unliquidated		Unliquidated
7132	11/16/2012	Pension Benefit Guaranty Corporation	PATI Real Estate Holdings, LLC	Unliquidated		Unliquidated
7133	11/16/2012	Pension Benefit Guaranty Corporation	PATI B, LLC	Unliquidated		Unliquidated
7134	11/16/2012	Pension Benefit Guaranty Corporation	PATI A, LLC	Unliquidated		Unliquidated
7135	11/16/2012	Pension Benefit Guaranty Corporation	Passive Asset Transactions, LLC	Unliquidated		Unliquidated
7136	11/16/2012	Pension Benefit Guaranty Corporation	Ladue Associates, Inc.	Unliquidated		Unliquidated
7137	11/16/2012	Pension Benefit Guaranty Corporation	Homecomings Financial, LLC	Unliquidated		Unliquidated
7138	11/16/2012	Pension Benefit Guaranty Corporation	Homecomings Financial Real Estate Holdings, LLC	Unliquidated		Unliquidated
7139	11/16/2012	Pension Benefit Guaranty Corporation	Home Connects Lending Services, LLC	Unliquidated		Unliquidated
7140	11/16/2012	Pension Benefit Guaranty Corporation	HFN REO Sub II, LLC	Unliquidated		Unliquidated
7141	11/16/2012	Pension Benefit Guaranty Corporation	GMACR Mortgage Products, LLC	Unliquidated		Unliquidated
7142	11/16/2012	Pension Benefit Guaranty Corporation	GMACM REO LLC	Unliquidated		Unliquidated
7143	11/16/2012	Pension Benefit Guaranty Corporation	GMACM Borrower LLC	Unliquidated		Unliquidated
7144	11/16/2012	Pension Benefit Guaranty Corporation	GMAC RH Settlement Services, LLC	Unliquidated		Unliquidated
7145	11/16/2012	Pension Benefit Guaranty Corporation	GMAC Residential Holding Company, LLC	Unliquidated		Unliquidated
7146	11/16/2012	Pension Benefit Guaranty Corporation	GMAC Mortgage, LLC	Unliquidated		Unliquidated
7147	11/16/2012	Pension Benefit Guaranty Corporation	GMAC Mortgage USA Corporation	Unliquidated		Unliquidated
7148	11/16/2012	Pension Benefit Guaranty Corporation	GMAC Model Home Finance I, LLC	Unliquidated		Unliquidated
7149	11/16/2012	Pension Benefit Guaranty Corporation	GMAC-RFC Holding Company, LLC	Unliquidated		Unliquidated
7150	11/16/2012	Pension Benefit Guaranty Corporation	Executive Trustee Services, LLC	Unliquidated		Unliquidated
7151	11/16/2012	Pension Benefit Guaranty Corporation	ETS of Washington, Inc.	Unliquidated		Unliquidated
7152	11/16/2012	Pension Benefit Guaranty Corporation	ETS of Virginia, Inc.	Unliquidated		Unliquidated
7153	11/16/2012	Pension Benefit Guaranty Corporation	Equity Investment I, LLC	Unliquidated		Unliquidated
7154	11/16/2012	Pension Benefit Guaranty Corporation	EPRE LLC	Unliquidated		Unliquidated
7155	11/16/2012	Pension Benefit Guaranty Corporation	DOA Properties IX (Lots-Other), LLC	Unliquidated		Unliquidated
7156	11/16/2012	Pension Benefit Guaranty Corporation	RFC Asset Management, LLC	Unliquidated		Unliquidated
7157	11/16/2012	Pension Benefit Guaranty Corporation	Residential Consumer Services of Ohio, LLC	Unliquidated		Unliquidated
7158	11/16/2012	Pension Benefit Guaranty Corporation	RFC REO LLC	Unliquidated		Unliquidated